



**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

10642-FF
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INTERSTATE COMMERCE COMMISSION

J. Gary Lane
General Solicitor

Writer's Direct Dial Number

(804) 629-2818

November 4, 1993

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of October 22, 1993. The primary document to which this is connected is recorded under Recordation No. 10642.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

VENDOR/ASSIGNEE: United States Trust Company of New York
114 W. 47th Street
New York, New York 10036

VENDEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

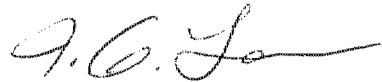
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
36	100-ton Covered Hopper	LO	SOU 85237, 85280, 85222, 85209, 85001, 85404, 85216, 85254, 85225, 85045, 85191, 85316, 85207, 85295, 85228, 85027, 85192, 85418, 85345, 85339, 85083, 85453, 85403, 85156, 85154, 85220, 85172, 85099, 85396, 85125, 85060, 85212, 85327, 85466, 85292, 85218

A fee of \$18.00 is enclosed. Please return three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of October 22, 1993, with respect to Conditional Sale Agreement with Recordation No. 10642, dated June 15, 1979, covering 36 covered hopper cars, numbered from the series SOU 85000 through SOU 85499 and changed to NS 245258-NS 245293, inclusively.

Very truly yours,



J. Gary Lane

Enclosures

cc: United States Trust Company of New York
114 W. 47th Street
New York, New York 10036

10642 FF
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INTERSTATE COMMERCE COMMISSION

CSA 6/15/79

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO THIRTY-SIX (36) 100-TON COVERED HOPPER CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 85237, 85280, 85222, 85209, 85001, 85404, 85216, 85254, 85225, 85045, 85191, 85316, 85207, 85295, 85228, 85027, 85192, 85418, 85345, 85339, 85083, 85453, 85403, 85156, 85154, 85220, 85172, 85099, 85396, 85125, 85060, 85212, 85327, 85466, 85292, AND 85218, SUBJECT TO A CONDITIONAL SALE AGREEMENT DATED AS OF JUNE 15, 1979, AMONG NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION) AND ORTNER FREIGHT CAR COMPANY, AND AN AGREEMENT AND ASSIGNMENT DATED AS OF JUNE 15, 1979, AMONG PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION), ORTNER FREIGHT CAR COMPANY, AND UNITED STATES TRUST COMPANY OF NEW YORK, AS AGENT

Old Road Number
Assigned

New Road Number
Assigned

SOU 85237	NS 245258
SOU 85280	NS 245259
SOU 85222	NS 245260
SOU 85209	NS 245261
SOU 85001	NS 245262
SOU 85404	NS 245263
SOU 85216	NS 245264
SOU 85254	NS 245265
SOU 85225	NS 245266
SOU 85045	NS 245267
SOU 85191	NS 245268
SOU 85316	NS 245269
SOU 85207	NS 245270
SOU 85295	NS 245271
SOU 85228	NS 245272
SOU 85027	NS 245273
SOU 85192	NS 245274
SOU 85418	NS 245275
SOU 85345	NS 245276
SOU 85339	NS 245277
SOU 85083	NS 245278
SOU 85453	NS 245279
SOU 85403	NS 245280
SOU 85156	NS 245281
SOU 85154	NS 245282
SOU 85220	NS 245283
SOU 85172	NS 245284
SOU 85099	NS 245285
SOU 85396	NS 245286
SOU 85125	NS 245287
SOU 85060	NS 245288
SOU 85212	NS 245289

Old Road Number
Assigned

SOU 85327
SOU 85466
SOU 85292
SOU 85218

New Road Number
Assigned

NS 245290
NS 245291
NS 245292
NS 245293

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 22nd day of October, 1993.

NORFOLK SOUTHERN RAILWAY COMPANY

By: _____

William R. King
Vice President

ATTEST:

Sandra J. Pierce
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA))
CITY OF NORFOLK)) SS:

On this 23rd day of October, 1993, before me personally appeared William J. Romig, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Claris S. Whitsam
Notary Public

My Commission expires: AUGUST 31, 1994